

LYONS & FLOOD, LLP
65 West 36th Street, 7th Floor
New York, New York 10018
(212) 594-2400

Attorneys for Plaintiff
GREEN S.A.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
GREEN S.A.,

Plaintiff,

ECF CASE

07 Civ. 5591 (LAP)

- against -

BIN JOHAR GENERAL TRADING LLC. also
known as BIN JOHAR TRADING LLC and
CAVALIER ENTERPRISE, INC.,

Defendants.
-----X

REPLY TO CAVALIER ENTERPRISE, INC'S COUNTERCLAIM

Plaintiff GREEN S.A. ("GREEN"), by its attorneys, Lyons & Flood, LLP, as and for its
Reply to defendant CAVALIER ENTERPRISE, INC.'s ("CAVALIER") Counterclaim alleges
upon information and belief as follows:

REPLY TO FIRST COUNTERCLAIM

1. Admits the allegations contained in paragraphs 27 and 28 of CAVALIER's
Answer and Counterclaim.

2. Denies the allegations contained in paragraphs 29, 30, 31, and 32 of
CAVALIER's Answer and Counterclaim.

REPLY TO SECOND COUNTERCLAIM

3. Admits the allegations contained in paragraph 33 of CAVALIER's Answer and

Counterclaim.

4. Denies the allegations contained in paragraphs 34, 35, 36, 37, and 38 of CAVALIER's Answer and Counterclaim.

FIRST AFFIRMATIVE DEFENSE

5. Defendant CAVALIER's Counterclaim fails to state a claim upon which relief can be granted.

SECOND AFFIRMATIVE DEFENSE

6. Defendant CAVALIER's Counterclaim does not arise from the transaction or occurrence that is the subject matter of the original action.

THIRD AFFIRMATIVE DEFENSE

7. Defendant CAVALIER has failed to join an indispensable party within the meaning of Rule 19 of the Federal Rules of Civil Procedure – to wit: Standard Chartered Bank.

FOURTH AFFIRMATIVE DEFENSE

8. Plaintiff repeats and realleges each and every allegation contained in the Second Amended Verified Complaint filed herein.

FIFTH AFFIRMATIVE DEFENSE

9. Defendant CAVALIER's Counterclaim is subject to London arbitration and, therefore, the Counterclaim should be stayed pending London arbitration.

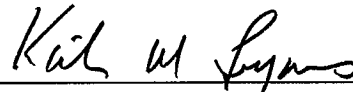
WHEREFORE, plaintiff GREEN prays that:

- a. judgment be entered by this Court against CAVALIER and in favor of plaintiff, dismissing CAVALIER's Counterclaim; and
- b. judgment be entered by this Court in favor of plaintiff for such other, further, and different relief as this Court may deem just and proper.

Dated: November 26, 2007

LYONS & FLOOD, LLP
Attorneys for plaintiff
GREEN S.A.

By:

A handwritten signature in black ink, appearing to read "Kirk M. Lyons", is written over a horizontal line.

Kirk M. Lyons (KL-1368)
65 West 36th Street, 7th Floor
New York, New York 10018
(212) 594-2400

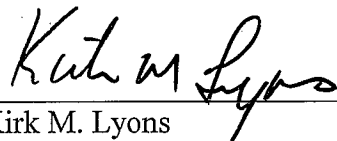
U:\kmhldocs\2600015\Pleadings\Reply to Cavalier's Counterclaim.doc

CERTIFICATE OF SERVICE

Kirk M. Lyons, an attorney duly admitted to practice before this Honorable Court, affirms on this 26th day of November 2007, I served true copies of the foregoing, by first class mail, postage pre-paid to:

BURKE & PARSONS
Attorneys for Defendant
BIN JOHAR GENERAL TRADING LLC
100 Park Avenue
New York, NY 10017

J. DAVID O'BRIEN, ESQ.
Attorney for Defendant
CAVALIER ENTERPRISE, INC.
20 Vesey Street, Suite 1210
New York, NY 10007


Kirk M. Lyons